

BYLAWS
of
Airborne Internet Consortium, Inc.
A Delaware Non-stock, Non-profit Corporation

ARTICLE I
NAME AND PURPOSES

Section 1.1. Name. The name of this Corporation is Airborne Internet Consortium, Inc. (the "Corporation").

Section 1.2 General Purposes.

1. This Corporation is a nonprofit corporation and is not organized for the private gain of any person or entity. It is organized under the laws governing Delaware non-stock corporations to foster cooperation among for-profit corporations, non-profit organizations, academic institutions, state governments, and the federal government within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").
2. This Corporation is organized to:
 - a. Enable a safer, more secure, more cost efficient global airspace system by eliminating communications as a constraint on the economic viability of aviation related applications
 - b. facilitate collaborative research and development in the field of aviation communications
 - c. develop open systems architecture and standards for aviation digital communications
 - d. foster and promote general purpose, multi-application, scalable data channel protocols in aviation
 - e. develop intellectual content to guide public and private investment in aviation digital communications

- f. promote international adoption of open systems architecture, standards, information management structures and protocols for aviation digital communications
- g. foster use of advanced aviation digital communications technology for public security

ARTICLE II **POWERS**

Section 2.1 General Powers. The Corporation is to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of Delaware.

Section 2.2 Limitation of Powers. The Corporation is organized as a business league within the meaning of Section 501(c) (3) Internal Revenue Code and shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue law or regulation).

ARTICLE III **DEDICATION OF ASSETS**

Section 3.1 Irrevocable Dedication. The property, assets, profits and net income of the Corporation are irrevocably dedicated to fulfilling the purposes set forth in Article I of these Bylaws and shall not inure to the benefit of any Director or Officer of the Corporation or to the benefit of any private individual or Member, except that the Corporation shall be authorized and empowered by resolution of the Board of Directors (the "Board") to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in Article 1.

Section 3.2 Dissolution. In the event of the dissolution of the Corporation:

- a) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged by the Corporation or adequate provision shall be made therefore by the Corporation;

- b) any assets held by the Corporation upon any conditions or limitations shall be distributed in such a way as to meet those conditions or limitations;
- c) title to all proprietary information, data, patents, inventions and other intellectual property held by the Corporation shall revert to the Member or Project Participant responsible for the creation thereof;
- d) the reversion of title referenced in subparagraph (d) above shall not affect any licenses or other rights to such information, data, patents, inventions, and other intellectual property, which have been granted pursuant to the Bylaws of the Corporation; such licenses or rights shall continue in accordance with their terms;
- e) all other assets shall be offered for sale at an auction open to all Members of the Corporation; and
- f) the proceeds of the auction referenced in subparagraph (e) above, and any assets not sold in the auction shall be distributed to one or more tax-exempt nonprofit research organizations or educational institutions working in the field of general aviation technology as determined in the discretion of the Board.

ARTICLE IV **OFFICES**

Section 4.1 Principal Office. The Corporation may have offices, either within or without the state of Delaware, as the Board from time to time may determine.

Section 4.2 Address of Registered Agent. The Corporation shall maintain a registered agent in Delaware. The identity and address of the registered agent may be changed from time to time by resolution of the Board and filing of a statement with the Delaware Secretary of State pursuant to the provisions of Delaware law.

ARTICLE V

MEMBERSHIP AND PARTICIPATION

Section 5.1 **Members.** The Corporation shall be a membership corporation.

Section 5.2 **Qualification and Removal.**

- (a) Any organization may join as a member according to the following qualification categories to be established by the Board:
 - a. Principal
 - b. Supporting
 - c. Government
 - d. Individuals
- (b) A Member shall remain in good standing provided all subsequent contributions, dues, assessments, and fees, together with such penalties for late payment as may be determined by the Board, have been paid within the period established by the Board and the Member continues to meet all the other requirements of participation.
- (c) Except as otherwise provided in the Bylaws, eligibility and qualification for participation and all questions of good standing, rights, privileges, and responsibilities of Members will be determined by resolution of a majority of the whole Board.

Section 5.3 **Dues and Service Charges.** The Board may fix, change, amend or adjust the dues and service charges applicable to Members without amending the Bylaws.

Section 5.4 **Failure to Pay Dues.** The failure of a Member to pay dues within twenty (20) days after the mailing of a second notice of dues payable shall result in termination of the membership of such Member in the Corporation.

Section 5.5 Privileges of Members.

- (a) **Voting Rights** - The voting rights of each Member shall be determined by that Member's category of membership as established by the Board.
- (b) **Other Privileges** - Privileges of membership include cooperation in various activities, the Board may designate research projects and publications of the Corporation as from time-to-time.

Section 5.6 Voting Rights. Members shall not be entitled to vote on any action unless specifically provided for by the Articles of Incorporation, these Bylaws, or a resolution of the Board.

Section 5.7 Admission. New Members may be admitted at times designated by the Board.

Section 5.8 Special Meetings of Members. Special meetings of the Members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, and shall be called by the Chairman of the Board, or designee on the written request of fifty percent (50%) or more of the Members in good standing, by action of the Board, or otherwise by law.

Section 5.9 Notice and Waiver of Notice.

- (a) Unless notice is waived by all Members, notice of any special meeting shall be given by oral or written notice delivered to each Member not less than thirty (30) days or more than fifty (50) days before the date of the meeting, either personally or by facsimile transmission, electronic mail or surface mail by the Secretary to each Member of record entitled to attend such meeting. If by surface mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Members shall be specified in the notice or waiver of notice of such meeting and the business transacted at any special meeting shall be confined to the purposes stated in the notice.

(b) Attendance of a Member at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Member may waive notice of any special meeting of Members by executing a written waiver of notice either before or after the time of the meeting.

Section 5.10 Quorum. The presence of a majority of all the Members entitled to vote on a particular matter as to which such Members have voting rights hereunder, if any, shall constitute a quorum for the transaction of business with respect to such matter at any meeting of the Members. If there is less than a quorum present, a majority of the votes cast by the Members present may adjourn the meeting from time to time and place to place and cause notice of each such adjourned meeting to be given to all absent Members.

Section 5.11 Action by Majority Vote. The act of the majority of the votes cast by Members entitled to vote on a particular matter as to which such Members have voting rights hereunder, if any, present at a meeting of the Members at which a quorum is present, shall be the act of the Members unless a greater number is required under these Bylaws or under any applicable laws of Delaware.

Section 5.12 Conduct of Meetings. The Chairman of the Board shall be the presiding Officer and shall call the meeting of the Members to order and shall act as chairperson of the meeting, and the Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding Officer may appoint any other person to act as secretary of the meeting.

Section 5.13 Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5.14 Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board may, by the affirmative vote of a majority of the Members of the Board, reinstate such former Member to membership upon such terms as the Board may deem appropriate.

Section 5.15 **Transfer of Membership.** Membership in the Corporation is not transferable or assignable, unless all or substantially all of the Member's assets dedicated to the purpose of the consortium are sold, transferred or assigned.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 **General Powers.** Subject to the provisions of the Delaware Non-stock Corporation Law and any limitations contained in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers exercised by or under the direction of the Board.

Section 6.2 **Number.** The Board shall consist of not less than three (3) and no more than seven (7) persons called Directors. Each Director shall serve for the term provided in Section 6.4(b) of these Bylaws.

Section 6.3 **Qualifications of Directors.** All voting members of the Board shall meet the following qualifications:

- (a) Principal membership
- (b) Compliant with all financial, research, and project obligations to the Corporation

Section 6.4 **Election and Term.**

- (a) **Method of Election.** Voting members of the Corporation shall elect members to the Board of Directors at the annual meeting. Eligibility for Board membership and term shall be determined by membership category. The election shall be conducted according to a nomination and election process established by the Secretary.
- (b) **Term of Office.** Directors shall hold office for a term of one year.

Section 6.5 **Voting.** Each Director shall be entitled to one vote on each matter submitted to the Board.

Section 6.6 **Removal and Replacement.** A Director will be removed from office by majority vote of the members of the Corporation. If the voting members of the

Corporation do not provide for a replacement within thirty (30) days, a majority of the whole Board may elect an interim Director, which Director shall remain on the Board until the voting members of the Corporation elect a new Director.

Section 6.7 Annual Meeting. The Board shall conduct its annual meeting in the first quarter of each fiscal year. The Board shall determine the time and place of the meeting. The annual meeting may be held within or without the state of Delaware. At this annual meeting, a report of the affairs of the Corporation shall be presented by the Executive Director(s).

Section 6.8 Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, within or without the state of Delaware, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution.

Section 6.9 Special Meetings. Special meetings of the Board may be held at any time and place, within or without the state of Delaware, for any purpose or purposes, unless otherwise prescribed by statute, on call of the Chairman of the Board or Secretary, and shall be called by the Secretary on the written request of any two (2) Directors.

Section 6.10 Notice and Waiver of Notice.

(a) **Notice.** Unless notice is waived by all Directors, notice of the date, time and place of any meeting shall be given by oral or written notice delivered personally, by facsimile transmission, electronic mail or surface mail to each Director at least thirty (30) days but not more than fifty (50) days prior thereto. If by surface mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Directors at their addresses as they appear in the records of the Corporation, with postage thereon prepaid. If such notice is given by fax it shall be deemed to be delivered when the fax is time dated as delivered. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting.

(b) **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of Delaware law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.11 **Quorum.** A quorum shall be constituted by three quarters of the number of Directors fixed by Section 6.2 of these Bylaws and shall be required for the transaction of business at any meeting of the Board, but if less than such a number is present at a meeting, a simple majority of the Directors present may adjourn the meeting, from time to time, without further notice other than announcement at the meeting, until a quorum shall be present.

Section 6.12 **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 6.13 **Informal Action by Directors.** Any action required by the Articles of Incorporation or these Bylaws, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 6.14 **Compensation.** Directors will not receive compensation for services rendered but will be reimbursed for minor expenses incurred in connection with their duties as Directors in accordance with policies established by the Board from time to time.

Section 6.15 Committees.

(a) Committees of Directors. The Board, by resolution adopted by a majority of all of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or such Director by law.

(1) **Term of Office.** Each member of a committee of the Directors shall continue as such until the next annual meeting of the Directors and until such member's successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member thereof.

(2) **Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

(3) **Chairman.** The Board shall appoint a chairman for each committee of the Directors.

(4) Vacancies. Vacancies in the membership of any committee of the Directors may be filled by appointments made in the same manner as provided in the case of the original appointments.

(5) Rules. Each committee may adopt rules for its own government, not inconsistent with these Bylaws or with rules adopted by the Board.

(b) Executive Committee. The Board, by resolution adopted by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present, may create an Executive Committee pursuant to Section 6.16(a) above. The role of the committee will be to handle day-to-day administrative details required by the Board for corporate operations and to make recommendations to the Board for program objectives and priorities as they relate to corporate development.

(c) Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present. The composition, quorum requirements, rules of procedure, method of filling vacancies, terms of office, and other rules governing the activities of the any such committee shall be as determined by the Board.

Section 6.16 **Conflict of Interest.**

(a) Each Director shall disclose to the Board any possible conflict of interest with the Corporation.

(b) Any Director having a conflict of interest on any matter shall abstain from voting on the matter, but shall be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Directors.

(c) The minutes of the meeting involving any such situations referred to in subparagraphs (a) and (b) above shall reflect that a disclosure was made and that the interested Director abstained from voting.

(d) If a Director is uncertain as to whether he or she has a conflict of interest that requires abstention, or if a Director asserts that another Director has such a conflict, the Board, by majority vote of those present other than the Director having the possible conflict, shall decide whether abstention is required. If so, the Director having the possible conflict will abstain.

ARTICLE VII OFFICERS

Section 7.1 **Number.** The principal Officers of the Corporation shall be a Chairman of the Board, a Deputy Chairman of the Board, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may elect such other Officers and assistant Officers and agents as may be deemed necessary. Except for the Chairman and Deputy Chairman of the Board, the Officers may, but need not, be members of the Board.

Section 7.2 **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board at its annual meeting by the affirmative vote of a majority of Directors then in office. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected, or until that Officer's death, or until that Officer shall resign or shall have been removed in the manner hereinafter provided. Notwithstanding the provisions set forth above in this Section, the Chairman and Deputy Chairman shall serve for one-year duration, with the Deputy Chairman serving as Chairman for the following year.

Section 7.3 **Removal.** Any Officer or agent elected or appointed by the Board may be removed by majority vote of the whole Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 7.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 7.5 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board at which he or she is present and shall be the Principal Executive Officer of the Corporation and, subject to the control of the Board, shall supervise and control all of the business and affairs of the Corporation. The Chairman may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board, any contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and shall perform all duties incident to the office of Chairman, and such other duties as may be prescribed by the Board from time to time.

Section 7.6 Deputy Chairman of the Board. The Deputy Chairman shall preside at all meetings of the Board at which the Chairman of the Board is absent.

Section 7.7 The Secretary. The Secretary shall:

- (a) keep the minutes of the Board meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and
- (d) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 7.8 The Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall:

(a) keep full and accurate accounts of receipts and deposits in books belonging to the Corporation, have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

(b) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 7.9 Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 7.10 Additional Officers. Any additional Officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 7.11 Compensation. Officers will not receive compensation for services rendered but will be reimbursed for minor expenses incurred in connection with duties as Officers of the Corporation in accordance with policies established by the Board from time to time.

Section 7.12 The Executive Director(s). The Executive Director shall manage the affairs of the Corporation in accordance with a job description approved by the Board, which may include the delegation of specific responsibilities of the Chairman, the Secretary, and the Treasurer. The Executive Director shall attend all meetings of the Board of Directors unless directed by the Board to withdraw, and shall inform the Directors, as appropriate, about provisions of these Bylaws and about rules and principles laid down by the Board. The Executive Director shall serve as an ex officio, non-voting member of all committees. The Executive Director shall also perform other duties as are necessary and proper to the conduct of his office, or which the Board may from time to time direct.

The Board may appoint co-Executive Directors in accordance with job descriptions approved by the Board that provide for a specific assignment of duties and allocated delegation of specific responsibilities of the Chairman, Secretary and Treasurer. The Board may appoint co-Executive Directors for a term of no more than one calendar year. Appointment of co-Executive Directors is subject must be confirmed by legal counsel as in accordance with the laws of the state of Delaware.

ARTICLE VIII

RETENTION OF LEGAL COUNSEL

Section 8.1 Retention of Legal Counsel. To help assure compliance with nonprofit, intellectual property and antitrust laws, the Corporation, through the Board, shall retain qualified legal counsel.

Section 8.2 Role of Corporate Legal Counsel. The corporate legal counsel retained under Section 8.1 shall counsel the Corporation on nonprofit corporation laws and on their relation or application to the activities and business of the Corporation, including but not limited to, the execution of agreements and other documents affecting the legal status of the Corporation and amendments to the Articles of Incorporation and Bylaws of the Corporation. In addition, the corporate legal counsel shall counsel the corporation regarding the protection of intellectual property created by, held by, and contributed to the Corporation.

Section 8.3 Role of Antitrust Counsel. The antitrust counsel retained under Section 8.1 shall counsel the Corporation on the antitrust laws and on their relation or application to the activities and business of the Corporation. In furtherance of the foregoing, antitrust counsel shall, as warranted under the circumstances:

- (a) periodically update the Corporation on the antitrust laws and their relation or application to the activities of the Corporation;
- (b) review and approve in advance agendas for all meetings of (i) Members, (ii) the Board, (iii) the Executive Committee, and (iv) other committees established under Section 6.16 (including, as warranted under the circumstances, all documents and materials referred to in such agendas that may have antitrust implications or significance) attend those meetings at which matters having antitrust implications or significance are likely to be discussed or decided, and review and approve in advance minutes of all meetings (including, as warranted under the circumstances, all documents and materials referred to in such minutes that may have antitrust implications or significance);
- (c) communicate on behalf of the Corporation with (i) antitrust counsel representing one or more individual members of the Corporation, (ii) the Antitrust Division of the Department of Justice, (iii) the Federal Trade Commission, and (iv) state or other antitrust authorities; and
- (d) submit on behalf of the Corporation any notices under the National Cooperative Research and Production Act and any requests to the antitrust authorities identified in subparagraph (c) for business review letters or clearances.

ARTICLE IX

INDEMNIFICATION

Section 9.1. Indemnification of Directors, Officers and Employees. Each person who is or was a director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be

indemnified by the Corporation to the full extent permitted by the Delaware law against any liability, cost or expense incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as director, officer, employee or agent.

Section 9.2. Exception to the General Indemnification Clause. No indemnification shall be made in respect of any claim, issue or matter as to which an employee or agent shall have been adjudged to be liable to the Corporation unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 9.3. Determination that Indemnification is Proper. Any indemnification under this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct required of him by or pursuant to this Article. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who neither are nor were parties to the proceedings, or (b) if such quorum is not obtainable or even though obtainable a majority of disinterested directors so direct, by independent legal counsel in a written opinion, or (c) by the stockholders. In making a determination the directors may rely, as to all questions of law, on the advice of independent legal counsel.

Section 9.4 Advances. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in

this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 9.5. Non-Exclusive Remedy. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 9.6. Insurance Coverage. The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation against such liability costs or expenses.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE XI SEAL

The Board may provide a corporate seal and prescribe the form thereof.

ARTICLE XII CORPORATE ACTS, LOANS, AND DEPOSITS

Section 12.1 Corporate Acts. The Board may authorize any Officer or agent to sign on behalf of the Corporation any checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and any assignments or endorsements of stock certificates, registered bonds,

or other securities owned by the Corporation. Such authority may be general or confined to specific instances.

Section 12.2 Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 12.3 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board may select.

ARTICLE XIII **AMENDMENTS**

Section 13.1 Amendments by the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting thereof, by the affirmative vote of three-quarters (3/4) of the number of Directors then in office. Members of the Corporation shall not have the right to vote to alter, amend or repeal these Bylaws or to adopt new Bylaws.

Section 13.2 Implied Amendments. Any action taken or authorized by the Board which would be inconsistent with the Bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XIII RECORDS AND REPORTS

The Directors may examine the books and records of the Corporation at all reasonable times.

Certified a true and correct copy of the Bylaws adopted on the **8th** day of **December**, 2004 by the Board of the AIRBORNE INTERNET CONSORTIUM, INC.

A handwritten signature in blue ink, appearing to read "H. Andrew".

Secretary